

**Electronic Articles of Incorporation
For**

P12000006553
FILED
January 19, 2012
Sec. Of State
bmcknight

BARTER REWARDS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BARTER REWARDS, INC.

Article II

The principal place of business address:

ONE SAN JOSE PLACE
17-4
JACKSONVILLE, FL. US 32257

The mailing address of the corporation is:

ONE SAN JOSE PLACE
17-4
JACKSONVILLE, FL. US 32257

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000

Article V

The name and Florida street address of the registered agent is:

JOE K MOORE
ONE SAN JOSE PLACE
17-4
JACKSONVILLE, FL. 32257

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JOE K. MOORE

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Article VI

The name and address of the incorporator is:

FRED CARSON
ONE SAN JOSE PLACE
17-4
JACKSONVILLE, FLORIDA 32257

Electronic Signature of Incorporator: FRED CARSON

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
FRED T CARSON
ONE SAN JOSE PLACE STE 17-4
JACKSONVILLE, FL. 32257 US

Article VIII

The effective date for this corporation shall be:

02/01/2012